

Instructions to Form SCC720 – Guide for Articles of Merger of a Virginia Stock Corporation

Filing Requirements									
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.									
Required Fees									
Charter Fee: 1 million or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof More than 1 million shares - \$2,500	Filing Fee: \$25.00								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to file articles of merger of a Virginia Stock Corporation in real time.	Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:								
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">State Corporation Commission</td> <td style="width: 50%;">Courier Delivery Address</td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1st floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>	State Corporation Commission	Courier Delivery Address	Clerk's Office	1300 E. Main St, 1 st floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.								

NOTE: The Commission produced this guide to help you prepare the corporation's articles of merger. You *must* prepare your articles as a separate document, using this form as a guide only, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission, and the italicized portions). A marked-up version of this guide **will not** be accepted.

Specific Instructions

Article II Plan of Merger

The plan of merger must include (i) the names of each Virginia or foreign corporation or eligible entity that will merge and the name of the Virginia or foreign corporation or eligible entity that will be the survivor of the merger; (ii) the terms and conditions of the merger; (iii) the manner and basis of converting the shares and any rights to acquire the shares of each merging Virginia or foreign corporation and eligible interests of each merging Virginia or foreign eligible entity into shares or other securities, eligible interests, obligations, rights to acquire shares, other securities or eligible interests, cash, or other property or any combination of the foregoing; and (iv) any amendments to the survivor's articles of incorporation or organic document.

Article IV Approval

If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by MORE THAN 2/3 of all votes entitled to be cast by that voting group unless the Virginia Stock Corporation Act or the board of

directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast by each voting group at a meeting at which a quorum exists.

If the shareholders of a Virginia corporation that is a party to the merger are required to vote on the plan and the plan is approved by the shareholders, a subsequent amendment to the plan must be approved by the shareholders if the change would adversely affect such shareholders in any material respect.

Signature

The chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of each corporation that is party to the merger must sign the articles. Include the date, printed name(s), title(s), and corporation's SCC ID number below or next to the signature(s). Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



Guide for Articles of Merger of a Virginia Stock Corporation

ARTICLES OF MERGER OF *(names of the corporation(s) and/or eligible entity(ies))*

Pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, the undersigned, on behalf of the corporation(s) and (if applicable) eligible entity(ies) (*i.e., nonstock corporation, limited liability company, business trust, limited partnership, or partnership*) set forth below, states as follows:

Article I (Set forth the name of each Virginia or foreign corporation or eligible entity that will be a party to the merger, the name of the state or other jurisdiction under whose law each is incorporated, organized or formed, and the name of the entity that will be the survivor of the merger.)

Article II (Set forth the other provisions of the plan of merger.)

Article III (If the survivor of the merger is a Virginia corporation and its articles of incorporation are being amended, or if a new Virginia corporation is being created as a result of the merger, in an attachment set forth the amendments to the survivor's articles of incorporation or the articles of incorporation of the new corporation, and make reference to said attachment in this paragraph of the articles of merger.)

Article IV (For each **Virginia stock corporation** that is a party to the merger, state whether the plan of merger was approved by the shareholders or adopted by the directors. See A and B, below.)

A. (If shareholder approval of one or more of the corporations was required, with respect to each such corporation, set forth either (1) or (2), below, whichever is applicable.)

(1) The plan of merger was approved by unanimous consent of the shareholders on (date). **OR**

(2) The plan of merger was submitted to the shareholders by the board of directors in accordance with the provisions of Title 13.1, Chapter 9 of the Code of Virginia, and on (date):

(a) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of merger were:

Designation	Number of outstanding shares	Number of votes
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_____	_____	_____
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(b) **Either** (i) the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan was:

Voting group	Total votes FOR	Total votes AGAINST
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_____	_____	_____
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Or (ii) the total number of undisputed votes cast for the plan separately by each voting group was:

Voting group	Total undisputed votes FOR
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_____	_____
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(c) And the number cast for the plan by each voting group was sufficient for approval by that voting group.

B. (If shareholder approval of one or more of the corporations was not required, with respect to each such corporation, set forth that the board of directors duly approved the plan of merger on a particular date and the reason why shareholder approval was not required. See §§ 13.1-718F, 13.1-719 and 13.1-720 of the Code of Virginia.)

Article V (Include an appropriate adoption statement for each Virginia eligible entity that is a party to the merger. For a nonstock corporation, limited liability company, business trust, limited partnership or partnership, see §§ 13.1-896, 13.1-1072, 13.1-1261, 50-73.48:3 and 50-73.128 of the Code of Virginia, respectively.)

Article VI (Include the following statement for each **foreign corporation or eligible entity** that is a party to the merger.) (name of foreign corporation or eligible entity) certifies that its participation in the merger was duly authorized as required by the law of (jurisdiction of incorporation, organization or formation).

Signature

(signature)

(date)

(tel. # (optional))

(printed name)

(title)

(email address (optional))

(corporation's SCC ID #)

(business tel. # (optional))

(business email address (optional))